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AUG-29 10:00 AM MARTINEZ-RIDMIA USA + 1 305 888 2513 P.02
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(((H96000012212 2)))

TO: DIVISION OF CORPORATIONS

FAX RI (904)922-4001

FROM: RICARDO MARTINEZ-RID, P.A.
CONTACT: RICARDO MARTINEZ-RID
PHONE: (305)859-7494

ACCT#: 076640001666

FAX RI: (305)888-2513

NAME: OLD LISBON MARQUEIRA, INC.
AUDIT NUMBER: H96000012212
DOC TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS: 0
CERT. COPIES: 1
PAGES: 3
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

96 SEP -3 AM 11:11

FILED

Handwritten signature
9/3/96

RICARDO MARTINEZ-CID

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

CORAL WAY BANKING CENTER 11008 CORAL WAY • SUITE 501 • MIAMI, FLORIDA 33149 • 305 • TELEPHONE (305) 552-7494 • FACSIMILE (305) 552-2913

FACSIMILE TRANSMISSION VIA: (604) 922-4000

Number of pages sent: 4 (including this page)

August 20, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: OLD LISBON MARISQUEIRA, INC.

Gentlemen:

The following documents are for filing with your office in connection with the captioned corporation:

1. Articles of Incorporation - 2 sets.
2. Certificate of Registered Agent.
3. Check in the amount of \$122.50 covering the following:

Filing fee.....	35.00
Certified copy of	
Articles of Incorporation	52.50
Certificate of Registered	
Agent.....	<u>35.00</u>
	<u>\$122.50</u>

Upon filing of these documents, please send me one certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely yours,



Ricardo Martinez-Cid

RMC/pr

cc: Client

Encls.

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H96000012212FILED
96 SEP -3 AM 11:11SENIOR VICE PRESIDENT
FALLAISSSEE, FLORIDAEFFECTIVE DATE
8-29-96

ARTICLES OF INCORPORATION
OF
OLD LISBON MARINQUEIRA, INC.

Article I - Name

The name of this corporation is OLD LISBON MARINQUEIRA, INC.

Article II - Purpose

This corporation is organized to invest in, establish, manage and otherwise deal in quality sea food restaurants in South Florida, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address and registered office of this corporation is 1680 S.W. 22nd Street, Miami, Florida 33145.

The name of the initial Registered Agent of this corporation is FERNANDO SANTOS of 1680 S.W. 22nd Street, Miami, Florida 33145.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are MARIA MANUELA SANTOS of 1680 S.W. 22nd Street, Miami, Florida 33145, and FERNANDO SANTOS of 1680 S.W. 22nd Street, Miami, Florida 33145 who shall also serve respectively as the initial president and treasurer-secretary of the corporation.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H96000012212

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H96000012212Article VII - Incorporator

The name and addresses of the persons signing these Articles are MARIA MANUELA SANTOS of 1680 S.W. 22nd Street, Miami, Florida 33145, and FERNANDO SANTOS of 1680 S.W. 22nd Street, Miami, Florida 33145.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on August 29, 1996. *[Signature]*

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporation, this August 29, 1996.

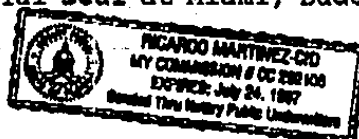
[Signature of Maria Manuela Santos]
MARIA MANUELA SANTOS

[Signature of Fernando Santos]
FERNANDO SANTOS

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared MARIA MANUELA SANTOS and FERNANDO SANTOS, who provided their Florida driver's licenses as identification, and they acknowledged before me that they executed the same, and they did take an oath.

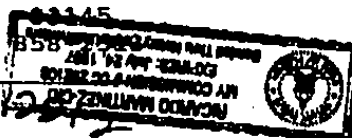
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this August 29, 1996.



[Signature]
Notary Public
State of Florida at Large

Prepared by: Ricardo Martinez-Cid
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FLORIDA BAR NO. 157029 / AUDIT NUMBER:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

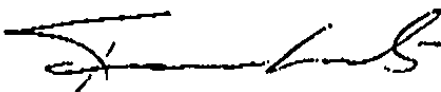
That OLD LISBON MARISQUEIRA, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named FERNANDO SANTOS, located at 1680 S.W. 22nd Street, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of

OLD LISBON MARISQUEIRA, INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this August 29, 1996.



FERNANDO SANTOS
Registered Agent

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: 496.000012212